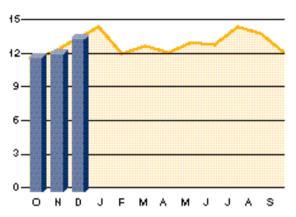


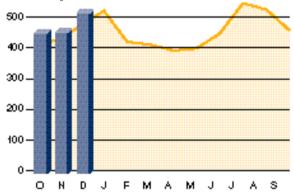
Total TVA Generation

billions of kwh



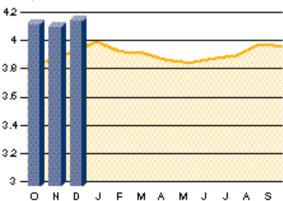
Total Electric Revenue

millions of dollars



Average Revenue

cents per kwh



Tennessee Valley Authority 400 West Summit Hill Drive Knoxville, Tennessee 37902-1499 6M 1/98 Fiscal Year 1998

Fiscal Year 1997

TVA demonstrated its dedication to meeting the challenges of a restructured marketplace during the first quarter through its achievements in sustaining operational excellence, strengthening our financial position, and serving our customers and the public interest.

We began implementation of a 10-Year Business Plan to reduce TVA's debt in half by 2007, and are on target to decrease our debt by \$1 billion by the end of fiscal year 1998. Operating revenues increased by \$133 million for the three months ending December 31, 1997, compared with the same period last year, primarily due to implementing the rate increase proposed in the 10-Year Business Plan. In addition, we experienced an increase in energy sales of approximately 900 million kWh, or 2.6 percent. We expect annual interest expense to be lowered by \$45 million through a number of refinancings. One December bond issue achieved the lowest cost long-term financing of any public or private company in the past 20 years.

TVA was recognized as one of the "best performers" in a worldwide benchmarking study of transmission system operations and maintenance, comparing TVA to 18 other companies representing 12 nations. We operated all five nuclear units at 100 percent capacity during the month of December, which was the best-ever performance by the plants. TVA also completed a refueling outage at Sequoyah Nu-

clear Plant's Unit 2 in 31 days, a record for similar plants. And we completed the first cycle of operation and the first refueling outage at Watts Bar Nuclear Plant with record performances.

We are dedicated to maintaining TVA's excellent record of performance, productivity and reliability, and increasing our financial strength to ensure that we remain competitive in the years ahead.

Sincerely,

Craven Crowell

Financial Highlights (millions)

Three Months Ended December 31	1997_	1996_
Operating revenues	\$1,465	\$1,332
Operating expenses	(1,010)	(895)
Operating income	455	437
Other income (expense), net	27	2
Interest expense	497	503
Net (loss) income	\$ (15)	\$ (64)
Sales of Electricity (millions - kWh)		
Three Months Ended December 31	1997_	1996_
Municipalities and cooperatives	29,054	27,328
Industries directly served	4,742	4,265
Federal agencies	1,059	2,378
Total sales of electricity	34,855	33,971

TVA incurred a net loss of \$15 million for the first quarter of fiscal year 1998, an improvement of \$49 million from the net loss of \$64 million for the same period last year.

Operating Revenues

Operating revenues for the three months ended December 31, 1997, were \$1,465 million compared with \$1,332 million for the same period last year. The \$133 million increase was primarily due to a rate increase effective October 1, 1997, coupled with an increase in energy sales of approximately 900 million kWh (2.6 percent).

Operating Expenses

Operating expenses increased \$115 million from \$895 million for the three months ended December 31, 1996, to \$1,010 million for the three months ended December 31, 1997. Net fuel and purchased power expense increased \$47 million during the period as a result of an increase in total generation and a decrease in hydro generation. Operating and maintenance expenses increased \$55 million from \$302 million to \$357 million for the three months ended December 31, 1996 and 1997, respectively, as a result of the timing of nuclear plant outages and an increase in other operating expenses.

Interest Expense

Net interest expense declined \$6 million for the three months ended December 31, 1997, compared with the same period last year. This reduction resulted from lower short-term interest rates and greater interest income on short-term investments.

Net cash provided by operations declined \$47 million from \$124 million to \$77 million for the three months ended December 31, 1996 and 1997, respectively. While income improved by \$49 million for the reporting period and items not requiring cash increased by \$16 million, other working capital requirements increased by \$112 million primarily as a result of the timing of first quarter accruals and payments.

Net cash used in investing activities declined \$56 million from \$183 million for the first quarter of fiscal year 1997 to \$127 million for the first quarter of fiscal year 1998. Cash used for construction expenditures declined \$51 million (30 percent) for the same period.

Cash flows from financing activities increased \$854 million from a \$159 million decrease in net borrowings and other for the three month period ending December 31, 1996, to a \$695 million increase in net borrowings and other for the three month period ending December 31, 1997. This change primarily reflects a \$645 million increase in cash and cash equivalents during the period in anticipation of the redemption of certain debt issues in January.

Balance Sheets (Unaudited)

Balance Sheets (Unaudited)		Statements of Income (Unaudited)	d) Three Months Ended December 31			
ASSETS	December 31 1997	September 30 1997		1997	1996	
			Operating revenues		(MILLIONS)	
Current assets	(IVI)	LLIONS)	Sales of electricity			
Cash and cash equivalents	\$ 944	\$ 299	Municipalities and cooperatives	\$ 1,290	\$ 1,146	
Accounts receivable	681	701	Industries directly served	127	117	
Inventories at average cost and other			Federal agencies	31	51	
Fuel	121	112	Other	17	18_	
Other	303	287_	Total operating revenues	1,465	1,332	
Total current assets	2,049	1,399				
			Operating expenses			
Property, plant, and equipment			Fuel and purchased power, net	329	282	
Completed plant	28,614	28,528	Operating and maintenance	357	302	
Less accumulated depreciation	(7,357)	<u>(7,178)</u>	Depreciation and amortization	258	244	
Net completed plant	21,257	21,350	Tax-equivalents	66	67	
Construction in progress	584	605	Total operating expenses	1,010	895	
Deferred nuclear generating units	6,304	6,303	3 - 1-1 - 1			
Nuclear fuel and capital lease assets	1,001	1,040	Oncreting income	455	437	
Total property, plant, and equipment	29,146	29,298	Operating income			
lucca at manufactura da	550	F01	Other income (expense), net	27	2	
Investment funds	558	561	Income before interest charges	482	439	
Deferred charges and other asse	ite					
Loans and other long-term receivables		121	Interest expense			
Debt issue and reacquisition costs	756	1,096	Interest on debt	494	499	
Other deferred charges	1,642	1,209	Amortization of debt discount, issue, and			
Total deferred charges and other ass		2,426	reacquisition costs, net	19	24	
r otal dolon od onalgod and other doo	-,	2, 120	Allowance for funds used during construction	(16)	(20)	
Total assets	\$34,276	\$ 33,684	Net interest expense	497	503	
			Net (loss) income	\$ (15)	\$ (64)	
			1101 (1000) 111001110	Ψ (10)	Ψ (Ο¬)	
LIABILITIES AND PROPRIETARY CAP	ITAL					
LIABILITIES AND PROPRIETARY CAPI	ITAL					
LIABILITIES AND PROPRIETARY CAPI						
	STAL \$ 319	\$ 468	Statements of Cash Flows (Unaug			
Current liabilities	\$ 319 142	161	Statements of Cash Flows (Unaua	dited)		
Current liabilities Accounts payable Accrued liabilities Accrued interest	\$ 319 142 454	161 499		dited)		
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes	\$ 319 142 454 2,598	161	Cash flows from operating activities		\$ (64)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt	\$ 319 142 454 2,598 574	161 499 2,151 574	Cash flows from operating activities Net (loss) income	\$ (15)	\$ (64)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes	\$ 319 142 454 2,598	161 499 2,151	Cash flows from operating activities Net (loss) income Items not requiring cash	\$ (15) 317	301	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities	\$ 319 142 454 2,598 574 4,087	161 499 2,151 <u>574</u> 3,853	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net	\$ (15) 317 (225)	301 (113)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt	\$ 319 142 454 2,598 574	161 499 2,151 574	Cash flows from operating activities Net (loss) income Items not requiring cash	\$ (15) 317	301	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities	\$ 319 142 454 2,598 574 4,087	161 499 2,151 <u>574</u> 3,853	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations	\$ (15) 317 (225)	301 (113)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt	\$ 319 142 454 2,598 574 4,087 2,165	161 499 2,151 574 3,853 1,704	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities	\$ (15) 317 (225) 77	301 (113) 124	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior	\$ 319 142 454 2,598 574 4,087 2,165	161 499 2,151 574 3,853 1,704	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations	\$ (15) 317 (225)	301 (113)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior	\$ 319 142 454 2,598 574 4,087 2,165	161 499 2,151 574 3,853 1,704 20,354 3,200	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures	\$ (15) 317 (225) 77 (117) 16	301 (113) 124 (168) 20	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction	\$ (15) 317 (225) 77 (117) 16 (26)	301 (113) 124 (168)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other	\$ 319 142 454 2,598 574 4,087 2,165	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502)	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net	\$ (15) 317 (225) 77 (117) 16	(168) 20 (35)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528)	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net	\$ (15) 317 (225) 77 (117) 16 (26)	(168) 20 (35)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528)	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502)	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities	\$ (15) 317 (225) 77 (117) 16 (26) (127)	(168) 20 (35)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528)	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502)	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other	\$ (15) 317 (225) 77 (117) 16 (26) (127)	(168) 20 (35) (183)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other Net cash provided by (used in) financing	\$ (15) 317 (225) 77 (117) 16 (26) (127)	(168) 20 (35) (183)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital Appropriation investment	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other	\$ (15) 317 (225) 77 (117) 16 (26) (127)	(168) 20 (35) (183)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital Appropriation investment Retained earnings reinvested in	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other Net cash provided by (used in) financing activities	\$ (15) 317 (225) 77 (117) 16 (26) (127) 397 298	(168) 20 (35) (183) (144) (15)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital Appropriation investment Retained earnings reinvested in power program Total proprietary capital	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079 583 3,362	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152 588	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other Net cash provided by (used in) financing activities Net change in cash and	\$ (15) 317 (225) 77 (117) 16 (26) (127) 397 298 695	(168) 20 (35) (183) (144) (15) (159)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital Appropriation investment Retained earnings reinvested in power program Total proprietary capital Total liabilities and	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079 583 3,362 3,945	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152 588 3,387 3,975	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other Net cash provided by (used in) financing activities	\$ (15) 317 (225) 77 (117) 16 (26) (127) 397 298	(168) 20 (35) (183) (144) (15)	
Current liabilities Accounts payable Accrued liabilities Accrued interest Discount notes Current maturities of long-term debt Total current liabilities Other liabilities Long-term debt Public bonds—senior Federal Financing Bank—senior Public bonds—subordinated Unamortized discount and other Total long-term debt Proprietary capital Appropriation investment Retained earnings reinvested in power program Total proprietary capital	\$ 319 142 454 2,598 574 4,087 2,165 20,307 3,200 1,100 (528) 24,079 583 3,362	161 499 2,151 574 3,853 1,704 20,354 3,200 1,100 (502) 24,152 588	Cash flows from operating activities Net (loss) income Items not requiring cash Other changes, net Net cash provided by operations Cash flows from investing activities Construction expenditures Allowance for funds used during construction Other, net Net cash used in investing activities Cash flows from financing activities Borrowings, net Other Net cash provided by (used in) financing activities Net change in cash and	\$ (15) 317 (225) 77 (117) 16 (26) (127) 397 298 695	(168) 20 (35) (183) (144) (159)	